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October 26, 2005

VIA FEDERAL EXPRESS GROUND

Tennessee Regulatory Authority
Sharla Dillion – Docket Manager
460 James Robertson Parkway
Nashville, TN 37242-0505

05-00303

**Re: Joint Petition of PAETEC Communications, Inc. and American Long Lines,
Inc for Approval of Merger**

Dear Ms. Dillion:

Enclosed for filing please find an original and 13 copies of the joint petition of PAETEC Communications, Inc (“PAETEC”) and American Long Lines, Inc. (“AMLL”) for approval to merge AMLL with PAETEC. Please also find enclosed a check for the \$50.00 filing fee for this application.

Please acknowledge receipt of this petition by date stamping the copy of this letter and returning it in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding this petition, please do not hesitate to contact Lori Blakely at (585) 340-8232 or via e-mail at lori.blakely@paetec.com.

Sincerely,

Mary K. O'Connell
Senior Corporate Counsel
PAETEC Communications, Inc.

Enclosures

**BEFORE THE REGULATORY AUTHORITY
FOR THE STATE OF TENNESSEE**

Joint Petition of)

PAETEC COMMUNICATIONS, INC.)
and AMERICAN LONG LINES, INC.)

Docket No. _____

For Approval of Merger,)
Discontinuance of Service, and)
Cancellation of Authority.)
_____)

JOINT PETITION

PAETEC Communications, Inc. ("PAETEC"), and American Long Lines, Inc ("AMLL") (collectively, "Petitioners"), pursuant to T.C.A. § 65-4-112, hereby request that the Tennessee Regulatory Authority ("TRA") approve a transaction whereby telecommunications companies affiliated by common ownership propose to merge and discontinue certain operations. Specifically, PAETEC and AMLL, which are both wholly-owned subsidiaries of PAETEC Corp., propose to undergo a transaction whereby AMLL will be merged into PAETEC, PAETEC will provide service to the AMLL customers, and AMLL will discontinue providing service to its customers. As described more fully below, the proposed merger and discontinuance will result in a change in the service provider for AMLL's current customers, and those customers will become the customers of PAETEC.

Following the transaction, PAETEC will provide telecommunications services to AMLL's current customers pursuant to the authority granted to PAETEC by the TRA. The rates, terms, and conditions of service will be provided pursuant to existing contracts assumed by PAETEC, or pursuant to PAETEC's tariffs. There will be no immediate changes to the rates and

services provided to AMLL's existing customers, and upon expiration of any service contracts with those customers, they will have the option to continue service with PAETEC pursuant to its then-current rates, terms, and conditions or other negotiated agreements, or to select service from another telecommunications service provider. Petitioners respectfully request that the processing of this Petition be completed no later than December 1, 2005, so that the parties may consummate the proposed transaction to merge AMLL into PAETEC, and streamline the companies' operations by the end of 2005.

In support hereof, Petitioners state as follows:

I. THE PARTIES

A. PAETEC Communications, Inc.

PAETEC is a privately held Delaware corporation with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450. PAETEC is a wholly-owned subsidiary of PAETEC Corp., a privately held Delaware holding company. PAETEC Corp. is the holding company of several subsidiaries, including the parties to this proceeding. In Tennessee, PAETEC is authorized to operate as a reseller of intrastate interexchange services pursuant to certification granted by the TRA in Case No. 98-00691 on 12/01/1998. PAETEC is also authorized to provide interexchange and/or competitive local exchange service in numerous other states pursuant to certification, registration, or tariff requirements, or on a deregulated basis. In addition, PAETEC is authorized by the Federal Communications Commission to provide international services as a non-dominant carrier.

Further information regarding PAETEC's technical, managerial, and financial qualifications to provide service was submitted with its application for authority to provide service in the state, and therefore, that information is a matter of public record. PAETEC

respectfully requests that the TRA1 take official notice of that information, and incorporate it by reference herein.

B. American Long Lines, Inc.

AMLL is a Pennsylvania corporation with headquarters also located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450. AMLL is also a wholly owned subsidiary of PAETEC Corp. AMLL offers resold local and long distance telecommunications services in markets throughout the United States, primarily in the Northeast United States. AMLL is authorized to operate as a reseller of intrastate interexchange services pursuant to certification granted by the TRA in Case No. 97-00094 on 04/29/1997. AMLL has six (6) long distance customers that will be impacted by this merger. Earlier this year, PAETEC Corp. received approval from the TRA to acquire AMLL in Docket No. 05-00011.

II. DESIGNATED CONTACTS

All matters related to this Petition, including all inquires, correspondence, communications, pleadings, notices, orders, and decisions, should be addressed to the following:

Mary K. O'Connell, Esq.
Senior Corporate Counsel
PAETEC Communications, Inc.
One PAETEC Plaza
600 Willowbrook Office Park
Fairport, NY 14450
Tel: (585) 340-2669
Fax: (585) 340-2563
E-mail: mary.oconnell@paetec.com

III. DESCRIPTION OF THE TRANSACTION

By way of background, earlier this year, PAETEC Corp. decided to acquire AMLL in order to expand PAETEC Corp.'s telecommunications operations in a cost-efficient manner,

thereby enhancing its competitive position and ability to provide integrated telecommunications services to customers in Tennessee as well as other states. After receiving approval from the TRA and other state regulatory agencies, PAETEC Corp. and AMLL consummated the transaction. Both PAETEC and AMLL are now wholly-owned subsidiaries of PAETEC Corp. However, the companies continue to maintain separate billing systems, customer service operations, and other internal processes that are largely duplicative. In order to eliminate redundancies and inefficiencies, and to further streamline company operations, the parties have determined that they should consolidate their administrative and business operations into a unified system. To that end, Petitioners propose to merge AMLL into PAETEC, transfer all of AMLL's customers to PAETEC, and discontinue AMLL's operations in Tennessee. A diagram depicting the proposed transaction is attached hereto as Exhibit B.

AMLL will send a notice to its Tennessee customers (which currently constitute only six (6) long distance customers) that it intends to discontinue service at least thirty (30) days prior to the transition of service to PAETEC. Pursuant to TRA Rule 1220-4-2-.56(d), a proposed discontinuance notice is attached hereto as Exhibit A for your approval. As per this rule, the customer notification letter will be sent on AMLL's letterhead stationary and envelope. AMLL's customers will not experience any disruptions in service, and there will be no immediate changes to the rates and services provided to AMLL's existing customers. Upon expiration of any service contracts with AMLL's customers, those customers will have the option to continue service with PAETEC pursuant to its then-current rates, terms, and conditions or other negotiated agreements, or to select service from another telecommunications service provider.

Because the parties are managed by the same team of well-qualified officers and directors, key personnel in charge of the companies' operations will not change as a result of the

proposed merger and discontinuance. PAETEC's management, which oversees AMLL's current operations, will ensure that AMLL's customers continue to receive high quality and innovative services before and after the transition. Affected customers will receive the same services from PAETEC that they currently receive from AMLL, and PAETEC will continue to provide services pursuant to its own certificate of authority, as referenced above.

IV. PUBLIC INTEREST CONSIDERATIONS

The primary objective of the transaction is to achieve greater corporate efficiencies by eliminating duplicative billing systems, customer service operations, and other internal processes maintained by the parties. The proposed transaction will serve the public interest by combining the financial resources and complementary operating, technical, and managerial strengths of PAETEC and AMLL to better serve the companies' constituent subscribers. Petitioners anticipate that the proposed transaction will result in a more efficient company better equipped to accelerate its growth as a competitive telecommunications provider. The transaction will enable PAETEC to strengthen its competitive position in Tennessee, which will inure to the benefit of consumers through improved service. Thus, approval of the instant Petition will ensure continued provision of high quality, affordable telecommunications services to existing customers, and should promote competition in the Tennessee telecommunications services market by offering consumers a cost effective and competitive alternative.

V. CONCLUSION

WHEREFORE, for the foregoing reasons, Petitioners submit that the information provided herein demonstrates that the public interest, convenience, and necessity would be served by grant of the instant Petition. Accordingly, Petitioners respectfully request that the

TRA approve the Joint Petition no later than December 1, 2005, to (1) permit the parties to consummate the transaction to enable them to complete the transaction by the end of 2005 and transfer AMLL's customers and operations to PAETEC; (2) authorize AMLL to discontinue service to its current customers as described herein; (3) only upon notice from PAETEC to the Commission of the transaction, cancel AMLL's authorization to provide telecommunications service in Tennessee after completion of the proposed merger; and (4) grant all other relief as necessary and appropriate to effectuate the transaction described herein.

Respectfully submitted,



Mary K. O'Connell, Esq.
Senior Corporate Counsel
PAETEC Communications, Inc
One PAETEC Plaza
600 Willowbrook Office Park
Fairport, NY 14450
Tel: (585) 340-2669
Fax: (585) 340-2563
E-mail: mary.oconnell@paetec.com

Date: October 26, 2005

EXHIBITS

Exhibit A	Proposed Discontinuance Notice
Exhibit B	Pre/Post-Merger Corporate Structure
Exhibit C	Verification

EXHIBIT A

Proposed Discontinuance Notice



AMERICAN LONG LINES, INC. and PAETEC COMMUNICATIONS, INC.
"Passionate About Quality"

[November __, 2005]

Dear Valued American Long Lines Customer.

American Long Lines, Inc. ("AMLL") and PAETEC Communications, Inc. ("PAETEC") are passionate about bringing you, our valued customer, quality services. AMLL became an affiliate of PAETEC in February 2005. PAETEC, a privately held company, has been providing an enhanced suite of communication services to customers since 1998. With an unwavering commitment to quality, PAETEC now serves more than 11,000 medium and large-sized business customers throughout the United States.

AMLL and PAETEC are now combining their operations in order to maximize the benefits that we may bring to you. The result will be a single company, PAETEC. PAETEC will continue providing the services you currently receive from AMLL. PAETEC will begin invoicing for your current services on or about January 1, 2006, pending all necessary regulatory approvals.

AMLL and PAETEC will work to ensure that the transfer of your services to PAETEC is seamless. Your current services will continue to be provided under the same rates, terms and conditions that you currently enjoy with AMLL. Any future changes in rates, terms and conditions of service will be provided to you as required by law, however, no changes are anticipated. PAETEC will be responsible for handling any questions or issues prior to and during the transfer. PAETEC will also be responsible for any carrier change charges that may be associated with the transfer. If you have placed a "freeze" on the current services, the freeze will be lifted (if needed) and your services will be transferred to PAETEC. As the service subscriber you must contact your local service provider if such provider is not PAETEC, to re-establish freeze protection for your services after the date of final transfer.

As always, you have the right to choose a different carrier for your services. If you do take steps to transfer your service to a different carrier you will need to make sure that the new service is ordered and provisioned no later than December 31, 2005. Please note, that choosing to terminate services may result in early termination charges being assessed per your AMLL contract. If you are a customer of AMLL on the date of the transfer and you have not informed AMLL that you have made arrangements to switch to a carrier other than PAETEC, your services will automatically be transferred to PAETEC.

AMLL and PAETEC are passionate about quality and committed to providing you with outstanding customer service, as well as an enhanced suite of products aimed to meet all of your communications needs. We look forward to continuing the mutually beneficial relationship that you have built with AMLL. If you have any questions, please do not hesitate to contact your AMLL account team or PAETEC to learn more about the company and the service offerings. Please call us toll free at 1-800-922-7730 or visit the PAETEC website at www.paetec.com.

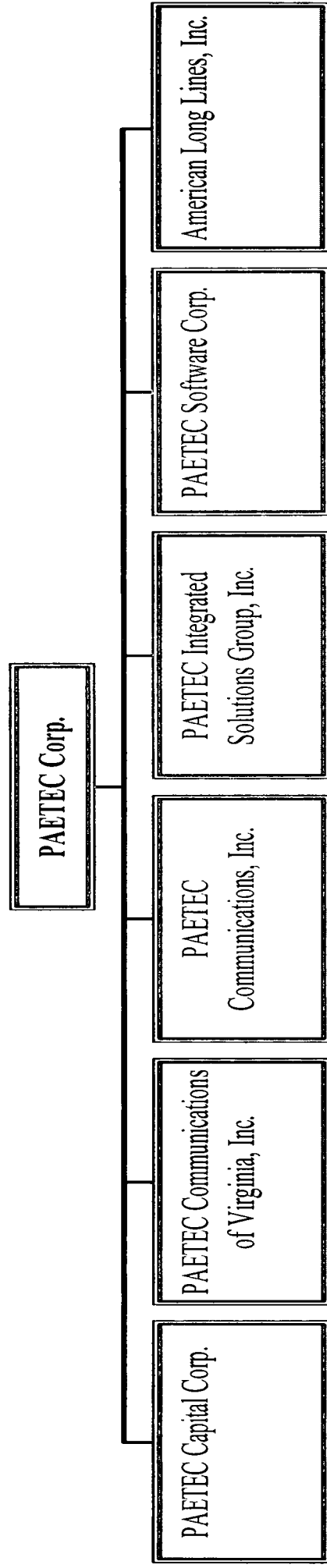
Cordially,

Doug Derstine
Vice President

EXHIBIT B

Pre/Post-Merger Corporate Structure

Corporate Structure – PRE Merger



Corporate Structure – POST Merger

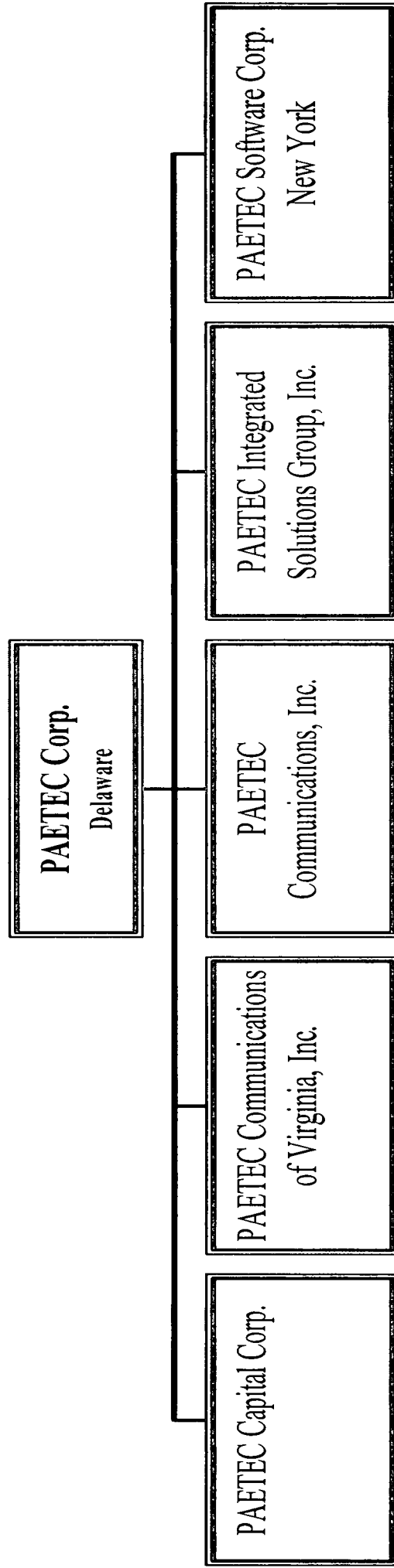


EXHIBIT C


Verifications

VERIFICATION

STATE OF NEW YORK
COUNTY OF MONROE

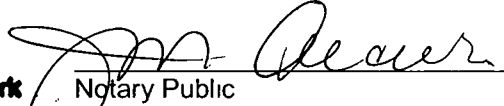
)
) ss:
)

I, Mary K O'Connell, being first duly sworn, state that I am Assistant Secretary of PAETEC Communications, and applicant in the foregoing Application, that I am authorized to make this Verification on behalf of PAETEC Communications, Inc, that the foregoing Application was prepared under my direction and supervision, and that the contents are true and correct to the best of my knowledge, information, and belief


Signature

Sworn and subscribed before me this 26 day of October, 2005

JANET M. ARCURI
Notary Public, State of New York
No. 01AR4781757
Qualified in Monroe County
Commission Expires June 30, 2007


Notary Public


My commission expires

VERIFICATION

STATE OF NEW YORK
COUNTY OF MONROE

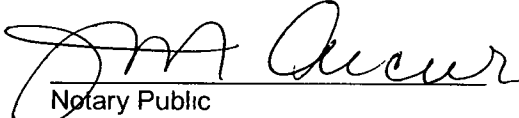
)
) ss:
)

I, Mary K O'Connell, being first duly sworn, state that I am the Assistant Secretary of American Long Lines, Inc , and applicant in the foregoing Application, that I am authorized to make this Verification on behalf of American Long Lines, Inc , that the foregoing Application was prepared under my direction and supervision, and that the contents are true and correct to the best of my knowledge, information, and belief


Signature

Sworn and subscribed before me this 26 day of October, 2005

JANET M. ARCURI
Notary Public, State of New York
No. 01AR4781757


Notary Public

My commission expires Qualified in Monroe County
~~Commission Expires June 30, 2007~~